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C E R T I F I C A T E

DEC 31 1980 3:40 PM

INTERSTATE COMMERCE COMMISSION

I hereby certify that I have compared this certified, true copy of Rider No. 3 to Car Leasing Agreement 9245 between North American Car Corporation and Watseka Farmers Grain Company Coopérative dated January 23, 1980 to the original of such Rider and that this copy is a true and correct copy in all respects.

Debra A Kelley

(SEAL)

My Commission Expires Feb. 23, 1983

EXHIBIT D
RIDER TO CAR LEASING AGREEMENT
C.I.T. LEASING AGREEMENT #245

This rider ("Rider") and the above Car Leasing Agreement constitute a separate agreement ("Agreement") which, together with all rights under the Agreement, may be assigned as security or otherwise. No subsequent amendment to the Agreement shall be effective against any assignee thereof. The cars described herein shall be subject to the terms and conditions of the Agreement and this Rider during the term of use, and for the rental set forth below:

<u>Number of Cars</u>	<u>Type of Car</u>	<u>Monthly Rental Per Car</u>
Three (3)	4750 cubic foot capacity covered hopper cars, for shipment of Grain (NAME 483986, 483987, 483988)	\$500.00

North American and Lessee agree that the rental rate as shown above shall be increased \$1.55 per car per month for each point increase in the Wholesale Price Index of Commodity Prices (railroad equipment - code 144), according to the latest information available as reported in the current "Survey of Current Business", published by the U. S. Department of Commerce, as of the date the first car is released for delivery to Lessee, over a base of 271.7 as was reported for April, 1979. Rentals thus calculated shall be rounded to the nearest \$0.50.

For each mile in excess of 20,000 x days in service that each car covered by this Rider travels in a calendar year, there will be an additional charge of \$0.025.

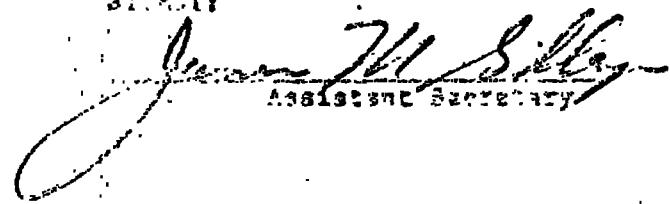
Lessee agrees to be responsible for all freight charges incurred in the return of said cars to Lessor.

The term of use of the cars hereinabove described shall commence on the date of delivery thereof to Lessee, and shall continue for a period ending five (5) years from the first day of the month following the average date of delivery of such cars to Lessee.

Dated this 23rd day of January, 1980.

S. S.

BY R.R.T.:



James M. Bille
Assistant Secretary

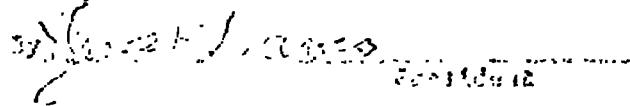
NORTH AMERICAN CAR CORPORATION



W.L. Leonard
Vice President

WITNESS:

WATSEKA FARMERS GRAIN COMPANY
COOPERATIVE



J. C. Rose
Secretary

CAR LEASING AGREEMENT 9245
RIDER NO. 3

State of Illinois)
) SS:
County of Cook)

On this 20th day of February, 1980, before me personally appeared R.C. (Indorsed), to me personally known, who, being by me duly sworn, says that he is a Vice President of North American Car Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors or other due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Elroy Petrella
Notary Public
My Commission expires 8-13-83

State of Illinois)
) SS:
County of Cook)

On this 5th day of April, 1980, before me personally appeared John J. Cianci, to me personally known, who, being by me duly sworn, says that he is a Vice President of North American Car Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors or other due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

John J. Cianci
Notary Public
My Commission expires April 26 1984